

Minutes
GB Corporation Meeting
Governance

Date: 26 / 03 / 2024
Time: 5.30pm – 7.55pm (*Confidential agenda item 14 at 7.55pm – 8.00pm*)
Location: Room W201, Uxbridge Campus (and online)

Present:

Nicholas Davies	(ND)	Chair of Governors
Steven Cochran*	(SC)	Vice Chair of Governors
Alasdair McLeod*	(AM)	Governor
Susan Kingman	(SK)	Governor
Mel Nebhrajani	(MN)	Governor
Vincent Neate	(VN)	Governor
Mike Sutcliffe*	(MS)	Governor
Mario Michaelides*	(MM)	Governor
Jenny McLaughlin*	(JM)	Co-Opted Governor
Ketan Sheth*	(KSh)	Governor
Sunitha Cee*	(SCe)	Co-Opted Governor
Hannah Talabany	(HT)	Staff Governor (RC)
Tracey Critchley*	(TC)	Staff Governor (HC)
Sharon Croxon	(SC)	Staff Governor (UC)
Nicholas Barbosa	(NB)	Learner Governor
Muaz Shariar*	(MS)	Learner Governor
Keith Smith	(KS)	Ex Officio, Chief Executive

Permanently Invited:

Shane Woodhatch	(SW)	Chief Finance Officer
Julie Amory	(JA)	Group Director of People & Org Dev
Mark Burey	(MB)	Group Director - PR, Marketing & Communications
Dylan McTaggart	(DM)	Deputy CEO and Group Principal
Jo Withers	(JW)	Principal – Harrow College
Gavin Hughes	(GH)	Principal – Richmond upon Thames College

Invited:

Yaseen Akthar	(YA)	MD - IoT, Business Growth, Skills & Partnerships
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Guest Speakers:

Harvey Trent	(HT)	Commercial Director, FL.
Andrew Young	(AY)	Operations Director, FL.
Mark Byerley	(MBy)	MD - Business Dev, Commercial & Innovation

Governance:

Perry Perrott	(PP)	Chief of Staff & Governance
Rekha Kaul	(RK)	Senior Governance Manager

Apologies:

Nasim Khan	(NK)	Governor
Sofia Barbosa-Boucas	(SBB)	Governor
Simon Boulcott	(SB)	Governor

*Online**

26th March 2024 Corporation Action Log:

No.	Action:	Who:	By When:
1.	<ul style="list-style-type: none"> ▪ Governance team to research alternative Risk Register software by June 2024 which is simpler for Governors to be able to read. Governors are invited to provide strategic input to the suitability of the new software options, to ensure the new risk register is presented in an easy-to-read format for Governors. ▪ Alternative Risk Register software solutions to be presented to Chair of Governors, Chair of Audit & Risk, and KS (Chief Executive) to achieve an accord on the best way forward. 	Governance	13 th June A&R
2.	<ul style="list-style-type: none"> ▪ Current Risks to be transferred into the new Risk Management software during August 2024. ▪ New Risk Register software to be fully operational, with training to be provided to Governors and EMT/SLT during September 2024. 	Governance	1 st Sept 2024
3.	WLIoT Business Plan to remain on the action log.	JW/YA	14 th May 2024 Corp
4.	Formal training for Governors and Senior Leadership Team on the newly published College Financial Handbook.	Governance	Sept 2024
5.	HRUC Safeguarding and Prevent Mid-Year Report including recommendations to be reported back to the Audit & Risk Committee and CQA Committee and will feed through to the Corporation.	GH	13 th June A&R 20 th June CQA 16 th July Corp
6.	Confidential Agenda 7: Action (see confidential minutes).	SW	March 2024
7.	Confidential Agenda 7: Action (see confidential minutes).	Members	March 2024
8.	HRUC Terms of Reference to be provided for the new Chairs Group.	Governance team	April 2024

26th March 2024 Corporation Resolutions Log:

No.	Resolution:
6.1.6	A VOTE was RATIFIED to APPROVE the HRUC Subcontracting Fees and Charges Policy for publication.
7.26	Confidential Agenda 7: A VOTE was RESOLVED by the Board (see confidential minutes).
10.7	A VOTE was taken and the Board RESOLVED for the formation of the Chairs Group.

26th March 2024

MINUTES OF MEETING:

1.0	Declaration of Recording for Data Protection Purposes:
	Meetings are recorded for the purposes of minutes.
1.1	Apologies for absence:
1.1.1	Apologies were noted from: NK, SBB and SB.
1.1.2	Governor AP is on one year sabbatical (maternity leave).
1.1.3	The Board noted KS and JW will leave today's meeting 15 minutes earlier/prior to the end, in order to travel to an external dinner meeting with potential acquisition partners. <i>VN arrived in the room at 5.34pm.</i>
1.2	Declarations of Interests and Hospitality:
1.2.1	KS has been invited to attend the Opening Premiership Rugby match at Twickenham Stadium in September 2024. The amount is within the reportable figure limits and is part of an ongoing business deal.
1.2.2	No other declarations were received from Governors or EMT/SLT.
2.0	Minutes of 12th December 2023 Corporation:
	ND asked if any members had any amendments or questions arising from above minutes, none were received and under resolution the minutes were APPROVED .
2.1	Action Log of 12th December 2023 Corporation:
2.1.1	EMT were thanked for the timely and positive completion of 12 of 15 actions.
2.1.2	The remaining 3 actions have turned to Amber and good progress is being made.
2.1.3	Progress towards a simplified approach to managing risk management software: <ul style="list-style-type: none"> ▪ Governance timeline workflow for commercial opportunities paper is included in today's pack.
2.1.4	The WLIoT Business Plan was discussed at the January Commercial Opportunities Committee and action to provide further breakdown of information is in progress with YA/SC/VN. The Governance Workflow for commercial opportunities was presented and although agreed by Corporation remains Amber until operationally effective – remove from action log to BaU.
ACTION 1:	<ul style="list-style-type: none"> ▪ Governance team to research alternative Risk Register software by June 2024 which is simpler for Governors to be able to read. Governors are invited to provide strategic input to the suitability of the new software options, to ensure the new risk register is presented in an easy-to-read format for Governors. ▪ Alternative Risk Register software solutions to be presented to Chair of Governors, Chair of Audit & Risk, and KS (Chief Executive) to achieve an accord on the best way forward.
ACTION 2:	<ul style="list-style-type: none"> ▪ Current Risks to be transferred into the new Risk Management software during August 2024. ▪ New Risk Register software to be fully operational, with training to be provided to Governors and EMT/SLT during September 2024.
ACTION 3:	WLIoT Business Plan to remain on the action log.
3.0	Chief Executive's update:
3.1	KS provided a high-level verbal update of the HRUC College Group.
3.2	Academic performance: HRUC staff were thanked for their hard work so far this year, which continues in earnest towards preparing learners for the final exam series in the summer. <ul style="list-style-type: none"> ▪ Retention is strong across the Group. ▪ Increased exam results BTEC exam results have seen a positive increase of 2-3% compared to last year and covers approximately half of the learner population. There is more work to do and College is not complacent particularly in relation to High Grades. Indicators are strong and the College is on track to achieve a strong summer achievement.

	<ul style="list-style-type: none"> Ofsted preparedness will be discussed at the April Strategic Governance Conference. Significant activity is being done on Deep Dives into Areas for Improvement in preparation.
3.3	<p>Financial performance: SW and the HRUC Group were congratulated on a strong performance.</p> <ul style="list-style-type: none"> Funding Allocation for the next academic year 2024-25 has been confirmed. An additional in year funding of £700K has been applied for and received for Richmond College growth. Richmond College as a standalone College is on track to be financially break even in the academic year 2024-25. HRUC are proud of the work that has been done by GH/SW and the Richmond College staff since merger. CaPEX and Capital project funding remains on track. HRUC wider group net allocation for the next academic year 2024-25 is on track to be significantly higher, at £6.5M above this year. 2024-25 pay settlement that is in-line with sector pay: indicators for a positive staff pay settlement for next year including work towards the Long Term Pay Policy.
3.4	<p>Trade Union Meeting: Thank you to Governors for clear guidance which has been received in the F&R and other Committees, A meeting is scheduled with the Trade Unions to finalise the new HRUC contracts and terms & conditions. HRUC are hopeful and confident to achieve agreement.</p> <ul style="list-style-type: none"> All staff will be harmonised up. All staff will see an improvement.
3.5	<p>Department for Education (DfE) notification: thank you HRUC staff and support from Governors for the hard work which has achieved formal notification being received from the DfE that HRUC has been taken out of formal post-merger intervention monitoring. This a positive green light and clear demonstration of confidence in the HRUC College Group.</p> <ul style="list-style-type: none"> Reminder that HRUC had featured as a Case Study in the Shelagh Legrave's Annual Report – on best practice of how a merger should be done. HRUC post-merger work continues across the group.
3.6	<p>Investment in Technology: funded for by the DfE (has been spent before 31st March 2024 deadline).</p> <ul style="list-style-type: none"> AI and AR Immersive Rooms: the kit has been ordered and will be delivered in April 2024. Staff are now finalising plans to optimise the rooms and layout.
3.7	<p>Recruitment of Chief Technology Officer (CTO): 50 applications have been received and longlisted. Applications have been received from the private sector and the Higher Education sector. Work is ongoing to create a final shortlist of applicants. Governors SC, JM and SCe are invited to the interview panel, on Friday 19th April interview day.</p>
3.8	<p>HRUC / MIT Launch: Governors and key stakeholder have been invited to attend on Monday 22nd April 2024.</p>
3.9	<p>College Financial Handbook (Playbook): DfE have published a new document to explain the governance of how a College should operate. This document is in response to the financial reclassification of Colleges in 2022.</p> <ul style="list-style-type: none"> Principles of managing public money / strong governance of decision making. Reinforcement of the personal responsibilities of Governors in relation to the work that they do and how they undertake it. Chief Executive's responsibility to Parliament in terms of a duty of care both to the College and to the DfE. Reminder that HRUC College Group is accountable to Parliament.
3.10	<p>ND formally thanked KS and the HRUC College Group for the good work that has taken place resulting in the DfE formally taking HRUC out of the post-merger intervention monitoring stage, at the first opportunity. This is excellent news and congratulations to all the staff for moving at speed to achieve an excellent result.</p>
ACTION 4:	<p>Formal training for Governors and Senior Leadership Team on the newly published College Financial Handbook to be provided in September 2024.</p>
4.0	<p>Update from Committees:</p>
	<p>Chairs provided high-level summaries of the focus/work that has been achieved at each Committee January to March during the spring term period.</p>

4.1 and 4.3	January and March Commercial Operations Committees:
4.1.1	<p>SC provided a high level summary of Commercial Operations activity which included:</p> <ul style="list-style-type: none"> ▪ Update on MIT. ▪ Update on the WLLoT Business Plan and progress. ▪ Briefing was received from a potential training provider/acquisition. ▪ Commercially sensitive: early-stage introduction received from College Online. ▪ Commercially sensitive: introductory briefing on FL (Agenda Item 7 in today's Corporation pack). ▪ KS presented a very helpful Strategy Outline presentation to explain the strategic approach and thinking behind the various potential acquisitions. ▪ Discussion on the overall governance arrangements for how to manage potential acquisitions and opportunities as they arise (Agenda Item 10 in today's Corporation pack).
4.1.2	SC was thanked for a comprehensive summary.
4.2	February Search Governance & Remuneration Committee:
4.2.1	<p>SK provided a verbal update of SGR activity which included:</p> <ul style="list-style-type: none"> ▪ Board skills and succession planning matters were reviewed: RK provided a technical skills analysis report, from summer 2023 Governor questionnaire, to identify possible skills gaps in the current Board, including diversity characteristics and thinking styles. ▪ Corporation are encouraged to use their own networks to identify potential new Governors to the Board with the following technical skills: Further Education (FE), Finance, Audit and Sustainability. ▪ Further alignment is also required of the Ethnic diversity of Governors, to be more aligned to the College Learner cohort, including a more diverse Age of Governors. ▪ A new Governor advertisement has been drafted to attract new candidates. ▪ A new Succession Planning Sub-Group is being set up (comprising of SK/AM/PP/RK) to review incoming CVs and arrange interviews of potential new Governors in a timely manner. Two CVs have been received so far. ▪ Longer term Succession Planning: ongoing talent pipeline in the form of co-opted governors, as governors reach the end of their terms of office and move on. Work is ongoing to ensure sufficient time for liaison between the incoming and outgoing Governors to take place, to ensure smooth transition. ▪ Three risks (of the top fourteen risks): hard to fill roles, wellbeing and succession planning, will be covered by JA's People Plan at the April Strategic Conference. ▪ Governance Framework for commercial opportunities was discussed. ▪ Newly appointed Officer for Policy, Procedure and Complaints, will be reviewing HRUC policies to ensure the College is up to date and will provide updates at future SGR Committees.
4.2.2	SK was thanked for the summary.
4.4	March Finance & Resources Committee:
4.4.1	<p>AM provided a verbal update from F&R:</p> <ul style="list-style-type: none"> ▪ HR report was received including the Pay & Harmonisation of the T&Cs activity ▪ Staff Focus Group results were positive overall: Lecturers and Section Managers ▪ People Plan Strategy document (excellent piece of work by JA and team) and will be covered at the April Strategic Conference. ▪ In house Agency recruitment was highlighted, with more updates to follow ▪ Finance reports were received and covered in detail. SW will cover the financial forecast, Capital Works and CapEx works at the April Strategic Conference. ▪ HE Strategy (good document from AK and team). Feedback is await from the OfS on the Access and Participation Plan. ▪ Positive GDPR report was received. ▪ IoT report was received. ▪ HRUC Subcontracting Fees and Charges Policy – RECOMMENDATION to the Board.
4.4.2	AM was thanked for the summary.

4.5	March Curriculum Quality Assurance Committee:
4.5.1	MS provided a verbal update on the highlights from CQA which covered: <ul style="list-style-type: none"> ▪ Pace of rationalisation, harmonisation and working as a team has resulted in positive impact and results, particularly at Richmond College and across the whole group. ▪ Academic performance, exam attendance and strong retention, including at Richmond College. ▪ Significant activity has been going on with Headteachers of local feeder schools, which is important activity for future cohorts/pipelines coming through. ▪ CQA is keeping a close eye on the progress of the emerging technology, with particular focus on the impact on the learner experience / support for staff. ▪ The learner Journey is a central consideration and focus.
4.5.2	DM added the following updates: <ul style="list-style-type: none"> ▪ Additional £5m funding is being received from the additional growth of 16-18 years learners across the group. ▪ External validation of teaching, learning and assessment (TLA) by Ofsted Inspectors ▪ There will be 5 immersive rooms across the HRUC Group, which have been funded by three different projects: LSIF, Higher Technical fund and the TLs fund, and will provide the ability to share the best teachers, fully immersive (VR/AR) capability and the spaces will be used as teacher training spaces, rented space and the potential to bring in local feeder schools to see and use the technology, to further grow the pipeline of future learners.
4.5.3	ND thanked MS for the update.
4.5.4	MB on the recently published Learner Pen Portraits which were well received by all.
4.6	March Audit & Risk Committee:
4.6.1	The Audit & Risk Committee met on 20 th March.
4.6.2	An update was not provided at today's Corporation meeting, as NK was not present.
5.0	Safeguarding and Prevent Mid Year Report:
5.1	A detailed mid-year report had been presented at the 12 th March CQA Committee and was provided within the Corporation meeting pack. The report was taken as read.
5.2	The Safeguarding & Prevent Inspector is an ex-Ofsted Lead Inspector with a specialist in the subject.
5.3	GH provided a high-level summary of the contents of the report and concluded that there was nothing that stands out in the report as unusual activity: <ul style="list-style-type: none"> ▪ There has been an increase of reported Safeguarding cases, including serious and non-serious cases (detail in the report). ▪ There have been no Prevent cases anywhere across the Group. ▪ Good progress has been made on the work that Suba Dickerson had started earlier in the year, to pull together the two College Safeguarding systems into a single/effective software system. ▪ Safeguarding Audit has been commissioned and is ongoing this week: 2 days at Uxbridge, 2 days at Harrow and final day at Richmond College. A single harmonised and comprehensive report will follow.
5.4	The Board thanked GH and team for the important work. There were no follow up questions.
ACTION 5:	HRUC Safeguarding and Prevent Mid-Year Report including recommendations to be reported back to the Audit & Risk Committee and CQA Committee and will feed through to the Corporation.
6.0	Items for Governor Approval:
	Governors had pre-read the materials contained within the section of the pack.
6.1	HRUC Policies:
6.1.1	The HRUC Subcontracting Fees and Charges Policy has been discussed at the March Finance & Resources Committee and was RECOMMENDED to the Board for APPROVAL .
6.1.2	Light touch changes have been made to the policy including dates and updated web links.
6.1.3	Last year had been exceptional in relation to relation to the Adult Education Budget (AEB) delivery. This year HRUC are planning to deliver £350k. Next year, the College is on track for no reliance on Subcontracting. Over time, the internal delivery has been increased in regard to AEB. Keith explained there is a Strategy to reduce reliance on Sub-Contracting and as SW explained, there is a potential next year for zero reliance on sub-contracting at all.

6.1.4	Continuous quality process are conducted through funding, MIS funding eligibility and quality of delivery checks.
6.1.5	A VOTE was RATIFIED to APPROVE the HRUC Subcontracting Fees and Charges Policy for publication.
6.2	April Governance Strategic Conference:
6.2.1	RK was thanked for producing the flyer for the 24 th April Governance Strategic Conference, to be held at the Marriot Hotel, Heathrow.
6.2.2	The April agenda will cover deep dives into HRUC's: <ol style="list-style-type: none"> 1. Strategic Objectives / Projects updates 2. Ofsted preparedness 3. CapEx Estates & Property Strategy 4. People Plan
6.2.3	Governors are reminded to inform RK if they required a hotel room or would like to attend dinner on the Tuesday 23 rd April, night before the Governor Conference.
6.2.4	The open section of the meeting was closed at 6.10pm.
6.2.5	Confidential Agenda Item 7 section of the meeting was opened at 6.10pm.
6.2.6	Confidential minutes for Agenda Item 7 are available to Board Members only.
6.2.7	Confidential Agenda Item 7 section of the meeting was closed at 7.35pm.
6.2.8	The Corporation meeting was re-opened at 7.35pm for Agenda Items 8 - 12.
8.0	Governor Briefings:
8.1	Health & Safety Report:
8.1.1	The detailed H&S report was included within the meeting pack and was taken as read.
8.1.2	The H&S report had been reviewed in detail at the March Audit & Risk Committee.
8.1.3	Due to time considerations at meeting, Chair's permission was obtained, to bypass Agenda item 8.1.
8.2	Financial Reports:
8.2.1	The following detailed reports were provided in the pack and were taken as read: <ol style="list-style-type: none"> 1. Financial Executive Summary report 2. Agency Allocations 3. Financial forecast 2023-24 4. Forecast commentary 2023-24
8.2.2	SW talked to the salient points and provided assurance to the Board that HRUC is in a strong financial position, and are able to invest in the people, estate and invest in future initiatives that benefit learners: <ul style="list-style-type: none"> ▪ Funding allocations 2024-25 is confirmed with an increase of £6.6m in mainstream funding (increase of 343 16–18-year-old learners). This equates to a 10% increase is a very healthy financial position for next year. ▪ High Needs allocation has grown with an additional placement of 51 learners (additional income of £0.3m). ▪ 2023-24 Staff Pay award was 6.5% across the board. 2024-25 Staff Pay award is forecasted to be 5%, following ongoing work by JA on People Strategy. ▪ Budget is in place to allow for additional growth in Teaching roles and following the realignment of Corporate Services in 2024-25, to ensure HRUC is fit for purpose in the year ahead. ▪ Teachers Pension Grant has been received an additional £0.5m, following the teachers' pension employers' contribution increase of 5%, effective from April 2024 (increase 23.68% to 28.68%). ▪ Mid-year forecast and plan year has been reworked. Originally there was a deficit of £1.4m which is now predicted to be a final out turn of £1m, which is £2.5m swing. This is a strong trading position £1m and £2m respectively including KPI's, cash balance £38m and £40m respectively, restricted reserves increased to accommodate acquisitions. ▪ Capital projects activity is ongoing: Capital Project Ambition: design team MICA have been appointed to address Reception, Mall, Canteen and LRC. MICA will attend the April Strategy Day. ▪ STEM building: on track and in budget and ready for new academic year. Key risks – Sports Hall costs to completion, S278 costs finalised, depletion of contingency, FFE & ICT requirements to be finalised.

	<ul style="list-style-type: none"> ▪ FECTF funding: using to restore White House at Harrow on the Hill campus and Caretaker's house at Hayes campus. ▪ Harrow Weald: considering options of using North/South fields to provide accommodation for PMLD provision and/or explore commercial opportunity. ▪ £10m has been set aside for potential acquisition activity. ▪ £100k set aside as required for learner initiatives: increased bursary payment / free school meals / MIT scholarship programme.
8.2.3	SW provided assurance to the Board of the affordability of the 5% pension increase amount: increase of 5% equates to £900k, of which £500k is funded from ESFA. HRUC will fund a maximum of £300k. It is affordable and based on Staff vs. Learner ratio 64% income ratio across HRUC group.
8.2.4	College Performance Review meetings with the three College Principals are scheduled on Tuesday 30 th April where the budget will be aggregated at College level. Governors will be provided with clear explanation of each College's financial performance, including review of the student numbers and the Capital Investment programme.
8.2.5	Richmond College deficit in 2020-2021 was £2m, in 2021-22 was £2m. The forecast is now a surplus of £229k. The Board congratulated GH (Principal of Richmond College) and the entire EMT for a strong financial performance and a strong link the curriculum. A strong performance all round.
9.0	Risk Register:
	The risk register has been reviewed at each Committee throughout the spring term.
10.0	Governance updates:
10.1	PP had provided a new HRUC Timeline Governance Approval Process proposal within the pack, which was taken as read.
10.2	The intention of the new delegation of authority proposal is to provide the Board with full and clear assurance that all of the required stages have been completed, with regards to commercial decision making process, in a timely manner and that all committees have provided their approval to proceed in the right order, before a formal vote comes to Corporation.
10.3	The proposal has been drawn up, in conjunction with the Chair of SGR, to ensure all of the latest Governance practice is adhered to. External advice has been sought and assurance is provided that this is proper method to proceed.
10.4	The proposal is to form a new "Chairs Group" which is a delegation of authority, to be used by exception only, for instances when the dates of the scheduled Committee meetings and Corporation meetings do not naturally align to a time sensitive Commercial decision that needs to be made.
10.5	The Chair Group is to comprise of the Chair of Governors, Vice Chair of Governors and Chairs of the Committees: <ul style="list-style-type: none"> ▪ 100% quoracy is required at each meeting of the Chairs Group ▪ The Chairs Group will be permitted to make a "DECISION in principle". ▪ The DECISION will then be brought to the full Corporation for full RATIFICATION by the Board. ▪ The full Board will be informed, each time the Chairs Group has been enacted.
10.6	This flexible model allows for the timely integration by each Committee of any risks associated with a particular commercial decision.
10.7	A VOTE was taken and the Board RESOLVED for the formation of the Chairs Group.
ACTION 8:	HRUC Terms of Reference to be provided for the new Chairs Group.
11.0	Any other Business:
	SS had provided a copy of the EDI Action Plan for information only. There was no other business.
12.0	Dates of the next meetings:
	Tuesday 14th May 2024 @ Richmond upon Thames campus Tuesday 16th July 2024 @ Uxbridge campus
	The open section of the meeting closed at 7.35pm.
	Confidential Agenda Item 14 section of the meeting was opened at 7.55pm and closed at 8.00pm and was conducted via a sperate Teams link.

Signed: *Nicholas Davies*

Date: 14 / 05 / 2024